SUPPLEMENTAL NOTICE OF DEFAULT

TO: Scorpion Fitness Inc. and Scorpion Club Ventures, LLC ("Tenant")

and John Shams ("Guarantor").

PREMISES: All rooms/areas of a portion of the ground floor, mezzanine, and

lower level, as shown hatched on the floor plans annexed hereto as **Exhibit 1** and incorporated by reference as if fully set forth in length, in the building known as and located at 220 Fifth Avenue,

New York, New York 10001.

LEASE: dated December 19, 2014, by and between Landlord's predecessor-

in- interest, Dino & Sons Realty Corp., as landlord, and Tenant, as tenant. Said Lease being modified by a First Lease Modification

Agreement, dated June 30, 2017.

GUARANTY: dated December 22, 2014, by Guarantor, as guarantor.

DATE OF THIS NOTICE: October 26, 2018.

PLEASE TAKE NOTICE that Tenant is in default of Articles 3, 13, 17, 47(a), 47(b), 47(c), 47(d), 47(f), 53, 58, and 69 of the Lease and Article 4 of the First Lease Modification Agreement, which provisions deal in pertinent part with Tenant's obligations: (a) to, on or before December 31, 2017, complete all of Tenant's Work in full compliance with law, and violation and lien free and fully open for business to the public within the Premises as a fully operable physical fitness center with reasonable, regular daily hours of operation; (b) to comply with all laws, rules, orders, ordinances, and regulations at any time issued or in force of the Federal, State and Local Governments, and of each and every department, bureau and official thereof; (c) to provide the Landlord access to the Premises to examine and inspect the Premises and Tenant's Work; (d) to, prior to undertaking any alterations, obtain all permits, approvals and certificates and deliver the same to Landlord; (e) to obtain prior written approval from Landlord of all alterations, of contractors retained by Tenant, and of all contractors undertaking work in the Premises on Tenant's behalf: (f) to hire contractors that will not interfere or cause conflict with other contractors or laborers at the building; (g) to use contractors that maintain the required insurance and furnish evidence of said insurance for all contractors to the Landlord; (h) to undertake alterations in compliance with plans approved by Landlord and by contractors approved by Landlord; and (i) what actions on Tenant's part are deemed defaults under the Lease.

PLEASE TAKE FURTHER NOTICE, more specifically, Tenant has violated and continue to violate the aforementioned provisions of the Lease by:

(i) failing, on or prior to December 31, 2017, to fully complete all of Tenant's Work and all other alterations necessary or desirable for the conduct of Tenant's business within the Premises (with all work performed in accordance with the Lease, in full compliance with law, and violation and lien free), in all events in full compliance with the terms and provisions of the Lease and fully open for business to the public within the demised premises as a fully operable physical fitness center with reasonable, regular daily hours of operation;

- (ii) failing to have work and/or construction undertaken in the Premises in a good and workmanlike manner, by using contractors or laborers which have interfered or caused conflict with other contractors or laborers at the building, and by failing to maintain in effect permits for work and/or construction undertaken in the Premises. A copy of the list of permits for Job No: 122665188 showing all the permits are expired is annexed hereto as **Exhibit A** and incorporated by reference as if fully set forth in length;
- (iii) failing to furnish evidence of the requisite insurance for all contractors or laborers employed by Tenant in the Premises;
- (iv) having work and/or construction undertaken in the Premises in violation of New York City Construction Codes resulting in the issuance of two (2) Stop Work Orders, on September 25, 2018 and October 15, 2018, and the issuance of DOB Violation Nos. 092518C0502EH and 101118CSPOBA03, a copy of which is annexed hereto as **Exhibit B** and incorporated by reference as if fully set forth in length;
- (v) continuing to have work and/or construction undertaken in the Premises in violation of the Stop Work Orders, without the prior written permission of the Landlord, without contractors submitted to the Landlord for approval, without permits from the NYC Department of Buildings, and without presenting proof that the contractors maintain the required insurance. Landlord has been advised of the same by four (4) contractors claiming to have done so at Tenant's behest. Letters and/or contracts signed by Tenant and received by Landlord from three (3) contractors unknown to Landlord who state they have undertaken work in the Premises at Tenant's direction in violation of the Stop Work Orders, without permits from the NYC Department of Buildings, and without presenting proof of insurance are collectively annexed hereto as **Exhibit C** and incorporated by reference as if fully set forth in length;
- (vi) removing the fire stair landing door without the permission or consent of Landlord, in violation of the plans approved by the NYC Department of Buildings, without proper permits, and in violation with law, a photograph of which is annexed hereto as **Exhibit D** and incorporated by reference as if fully set forth in length;
- (vii) removing the wall and fire proof self-closing doors on the plans approved by the NYC Department of Buildings, as shown on the plans annexed hereto as **Exhibit E** and incorporated by reference as if fully set forth in length, without approval from the Landlord or the NYC Department of Buildings and without permits from the NYC Department of Buildings and which has a material and adverse effect on the building, its systems and/or facilities; and
- (vii) installing a two by four piece of wood to block access to the Premises and the emergency egress into and out of the Premises resulting in the issuance on 08/29/2018 of ECB Violation Nos. 35355136J and 35355135H, a copy of which is annexed hereto as **Exhibit F** and incorporated by reference as if fully set forth in length.

PLEASE TAKE FURTHER NOTICE that, in accordance with Articles 17 and 31 of the Lease, you are hereby required cure such defaults on or before November 15, 2018, that being more than

fifteen (15) days after service of this Notice upon you, and, upon Tenant's failure to so cure, the Landlord will elect to terminate Tenant's tenancy in accordance with Article 17 of the Lease.

PLEASE TAKE FURTHER NOTICE, this Notice is served upon you pursuant to Articles 17, 27, and 31 of the Lease and other applicable provisions of law and/or statutes.

PLEASE TAKE FURTHER NOTICE, that this Notice will not serve to vitiate a certain Notice of Default, dated May 29, 2018, and served upon you, is being served upon you without prejudice to a certain Notice of Default, dated May 29, 2018, and is merely being served as a supplement of additional defaults and breaches that must be cured and which act as a separate and independent notice and basis for Tenant's ouster from the Premises in not cured in accordance with this Notice and in the event the Landlord fails to secure Tenant's ouster from the Premises pursuant to the aforementioned Notice of Default, dated May 29, 2018.

PLEASE TAKE FURTHER NOTICE, pursuant to Sections 19, 31, and 51(B) of the Lease, you are responsible for any and all legal expenses and attorneys' fees incurred by the Landlord.

PLEASE TAKE FURTHER NOTICE, that any response to this Notice must be sent and directed to the below-named attorneys for the Landlord.

Kossoff, PLLC

Attorneys for Landlord

By: Joseph Goldsmith, Esq.

217 Broadway, Suite 401

New York, New York 10007

Tel.: (212) 267-6364

Email: jgoldsmith@kaulaw.com

220 FIFTH REALTY LLC

By: Pawan Melgiri

Landlord

Title: Senior Vice President & Authorized

Signatory

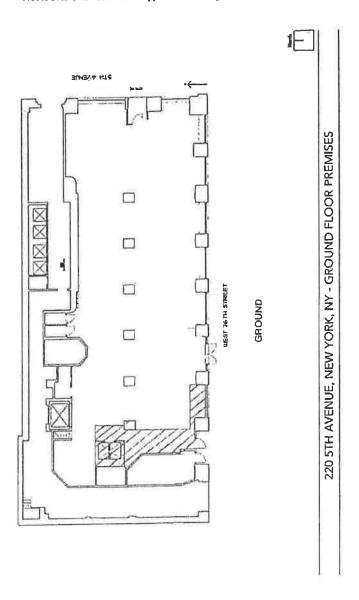
Exhibit "1"

Execution

12/19/2014

Page 31 of 47

The Demised Premises Not to scale; all dimensions approximate; subject to actual conditions.

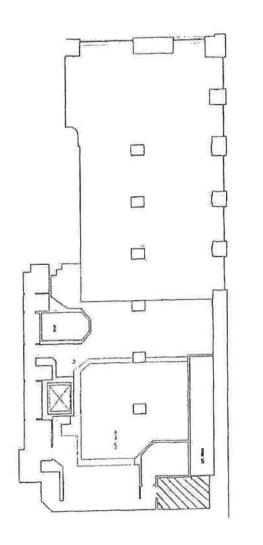


Page 32 of 47 12/19/2014 Execution STH AVENUE 220 5TH AVENUE, NEW YORK, NY - LOWER LEVEL PREMISES WEST 26TH STREET LOWER LEVEL ď

Execution

12/19/2014

Page 33 of 47



MEZZANINE

Exhibit "A"





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NYC Department of Buildings Issued and Possible Permits

remises: 218 5 AVENUE MANH IN: 1015650 Block: 828 Lot	IATTAN : 35				Job Type: A2	Job No: 12266518 - ALTERATION TYPE
		PE	RMIT INFORMATION	V		
NUMBER-DOC-TYPE	HISTORY	SEQ NO	FIRST ISSUE DATE	LAST ISSUE DATE	STATUS	APPLENT
122665188-01-EW OT	<u>History</u>	03	08/16/2016	10/16/2017	ISSUED	BRYANT
122665188-02-EW MH	<u>History</u>	03	08/16/2016	02/15/2018	ISSUED	ALLICK
122665188-02-PL	<u>History</u>	02	08/23/2016	10/16/2017	ISSUED	ANAGNOSTO
122665188-03-EW OT	<u>History</u>	03	08/16/2016	10/16/2017	ISSUED	BRYANT



Buildings

19-11231-mew

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NYC Department of Buildings Permit History

Premises: 218 5 AVENUE BIN: 1015650 Block: 828		AN			Joh	Job No: <u>122665188</u> Type: A2 - ALTERATION TYPE 2
			PERMIT	INFORMATION		
PERMIT NUMBER	SUB TYPE	SEQ NO	ISSUE DATE	EXPIRATION DATE	STATUS	APPLICANT
122665188-03-EW	OT	01	08/16/2016	07/28/2017	T - ISSUED	PAUL GAMBINO
122665188-03-EW	OT	02	05/18/2017	05/01/2018	T - ISSUED	JOSEPH ANTHONY
122665188-03-EW	OT	03	10/16/2017	05/24/2018	T-ISSUED	PETER BRYANT





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NYC Department of Buildings Permit History

Premises: 218 5 AVENUE	MANHAT	TAN		ATTENDED	2 学人是是"	Job No: <u>122665188</u>
BIN: 1015650 Block: 82	8 Lot: 35					Job Type: A2 - ALTERATION TYPE 2
AND	18 8 W		PERM	IT INFORMATION	and Paliting high in	
PERMIT NUMBER	SUB TYPE	SEQ NO	ISSUE DATE	EXPIRATION DATE	STATUS	APPLICANT
122665188-02-PL		01	08/23/2016	08/23/2017	T - ISSUED	MARC BRESLAW
122665188-02-PL		02	10/16/2017	10/16/2018	T - ISSUED	JAMES ANAGNOSTOS





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NYC Department of Buildings **Permit History**

Premises: 218 5 AVENUE BIN: 1015650 Block: 828		AN			Job	Job No: <u>122665188</u> Type: A2 - ALTERATION TYPE 2
			PERMIT	INFORMATION		
PERMIT NUMBER	SUB TYPE	SEQ NO	ISSUE DATE	EXPIRATION DATE	STATUS	APPLICANT
122665188-01-EW	ОТ	01	08/16/2016	07/28/2017	T - ISSUED	PAUL GAMBINO
122665188-01-EW	OT	02	05/16/2017	05/01/2018	T - ISSUED	JOSEPH ANTHONY
122665188-01-EW	OT	03	10/16/2017	05/24/2018	T - ISSUED	PETER BRYANT

Exhibit "B"

10/26/2018





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NYC Department of Buildings

Overview for Complaint #:1492389 = RESOLVED

Complaint at: 220 5 AVENUE

BIN: 1015650

Borough: MANHATTAN

Re: SAFETY COMPLIANCE INSPECTION

Category Code:

ENFORCEMENT WORK ORDER (DOB)

ENFORCEMENT WORK ORDER: INTRA-AGENCY REFERRAL

Assigned To:

EXECUTIVE INSPECTIONS

Priority: D

Received:

10/11/2018

Block: 828

Lot: 35

Community Board: 105

Owner:

DINO SON REALTY CORP

Last Inspection: 10/11/2018 - - BY BADGE # 2727

Disposition: 10/15/2018 - L1 - PARTIAL STOP WORK ORDER

DOB Violation #: 101118CSPOBA03 **ECB Violation #:** 35361767R

Comments: ACTIVE WOTRK@GROUND FL GYM WITH INTERIOR STAIR CASE MISSING ALL

HAND/GUARD RAILS

Complaint Disposition History

#	Disposition	Disposition	Inspection	Date
	Date Code	Disposition	By	Date

10/26/2018





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NYC Department of Buildings

Overview for Complaint #:1490546 = RESOLVED

Complaint at: 220 FIFTH AVENUE

BIN: 1015650

Borough: MANHATTAN ZIP: 10001

Re: BOROUGH COMMISSIONER HAS ISSUE STOP WORK ORDER FOR PERMIT #122662188 DUE TO CONTRACTOR

WITHDRAWAL

Category Code:

CONSTRUCTION ENFORCEMENT WORK ORDER (DOB) 1X

ENFORCEMENT WORK ORDER: INTER-AGENCY REFERRAL

Assigned To:

MANHATTAN BOROUGH OFFICE

Priority: D

Received:

09/24/2018

Block: 828

Lot: 35

Community Board: 105

Owner:

XX

Last Inspection: 09/25/2018 - - BY BADGE # 2669

Disposition: 09/25/2018 - L1 - PARTIAL STOP WORK ORDER

DOB Violation #: 092518C0502EH/305844

Comments: STOP WORK ORDER ISSUED TO APPLICATION/PERMITS #122662188, DUE TO

CONTRACTOR WITHDRAWAL

Complaint Disposition History

#	Disposition		Inspection	Date
	Date Code	Disposition	Ву	Date

Doc 21-9

Filed 06/24/19 Entered 06/24/19 19:30:03 Notice of Default Display 16,25, 36,502EH

Supplemental

10/19/2018





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NYC Department of Buildings

DOB Violation Display for 092518C0502EH

Premises: 218 5 AVENUE MANHATTAN

BIN: 1015650 Block: 828 Lot: 35

Issue Date:

09/25/2018

Violation Category: V - DOB VIOLATION - ACTIVE

Violation Type:

C - CONSTRUCTION

Violation Number:

0502EH

Device No.:

ECB No.:

Infraction Codes:

Description:

THE BOROUGH COMMISSIONER HAS ISSUED A STOP WORK ORDER FOR APPLICATION/ PERMITS # 122662188 DUE TO CONTRACTOR WITHDRAWL. STOP ALL WORK, MAKE S ITE SAFE, PROVIDE ALL REQUIRED INFORMATION TO BOROUGH COMMISSIONER'S O

FFICE FORTHWITH

Disposition:

Code:

Date:

Inspector:

Comments:

2

Exhibit "C"

Landlord 220 Fifth Avenue New York, NY 10000

Re: Fitness Club in cellar work

Dear Sir,

I want to advise you that I have performed carpentry work for John Shams along with a lot of other contractors in the cellar level of your building. I performed carpentry work, removing existing work built by other contractors before me, and modifying and building new work the John wanted changed from the original plan. I built some new framing for walls and ceillings, sheetrock, took existing new ceilings down, built new ceilings with structural supports to the underside of the slab in the reception area, built lighting track coves, installed flooring in the studio, built millwork bases for lockers. John said he would pay in Cash. He gave me a small amount of money at the start, but did not pay any balance of money owed, and he has not allowed me back in to get my tools. He claims the tools have disappeared, but there are others working down there at night and weekends who have said they have seen my tools down there. These other men doing electrical, plumbing, and carpentry on the weekend are also owed money and are going to get attorneys to get paid. He never asked us to get insurance, he just wanted us to hurry and build and not let anyone know we were down there working. I am letting you know I will be getting an attorney or filing a lien to get the money owed to me.

I performed this work from September 10, 2018 through September 24, 2018.

Sincerely,
Matthew Breen
144 North 7th Street
Brooklyn, NY 11211
347,221,4043

October 12, 2018

Letter for: Security desk at 220 Fifth Avenue New York, NY 10001

I am Jamal Kazokov. I performed tile work in the cellar at 220 Fifth Avenue from September 30 to October 4, days and nights. I tiled the showers and set the plumbing drains. Mr. John Shams promised to pay me cash. He paid us nothing. I am getting an attorney to collect my money.

Signed:

Jamaladdin Kazokov (347) 962-4211

1245 Avenue H Apt 1P Brooklyn, NY 11235

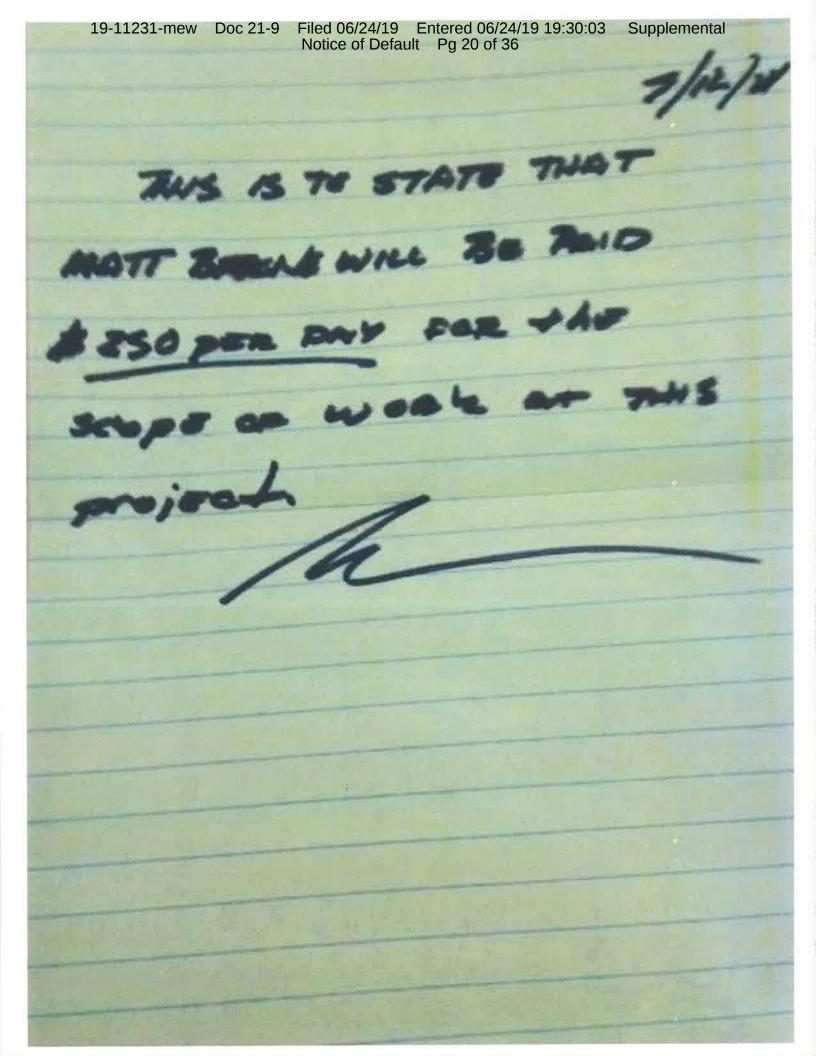


Exhibit "D"

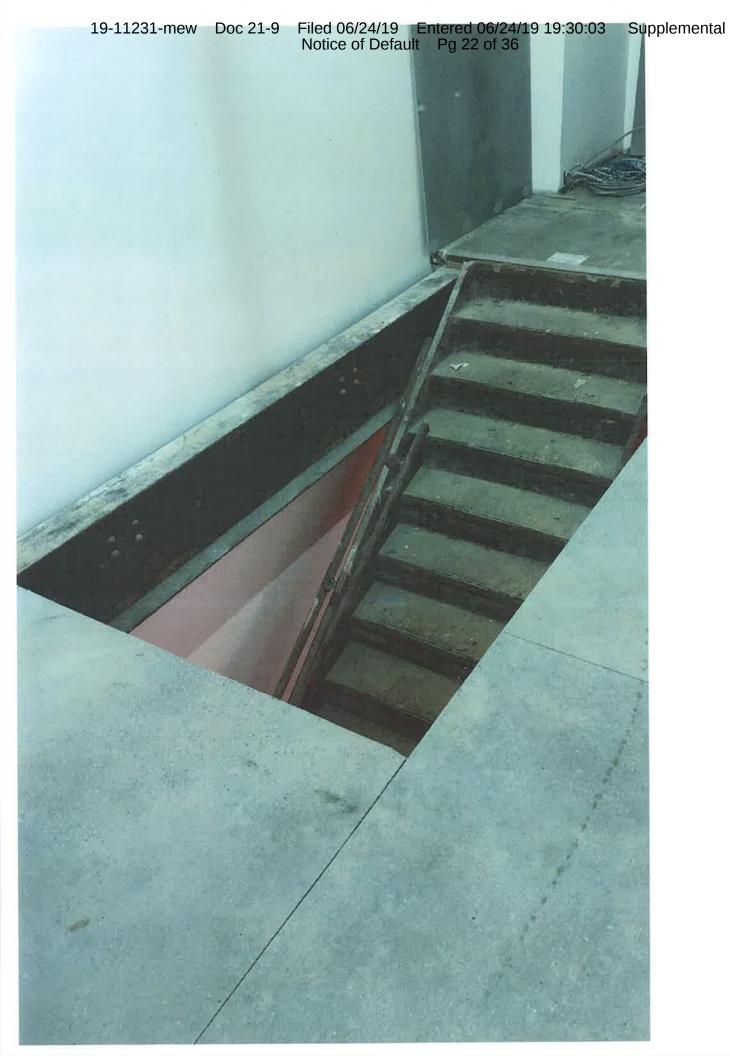


Exhibit "E"

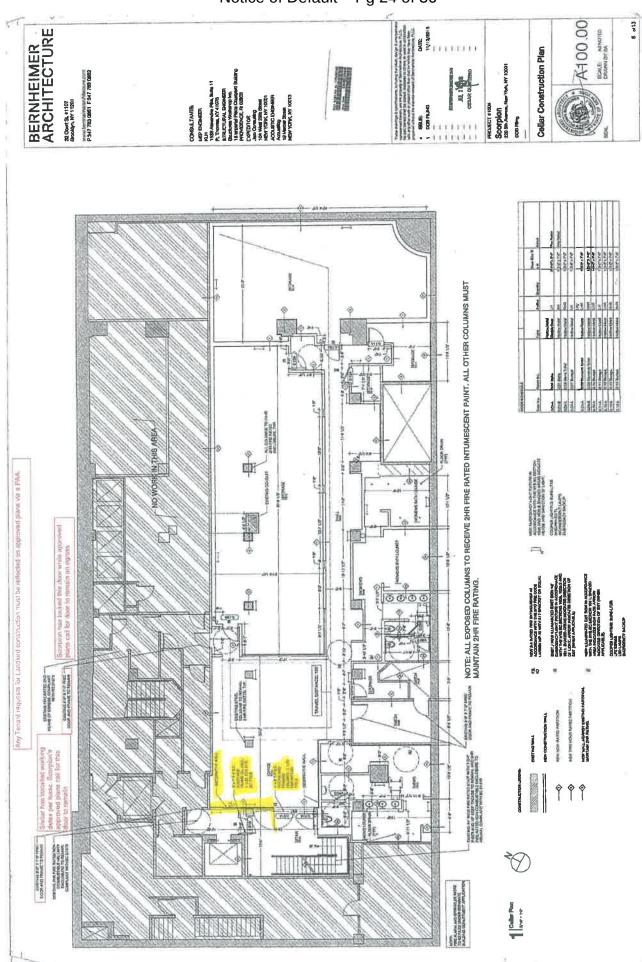


Exhibit "F"





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NYC Department of Buildings ECB Violation Details

Premises: 218 5 AVENUE MANHATTAN

Filed At: 220 5 AVENUE, MANHATTAN, NY 10001

Community Board: 105

ECB Violation Summary

BIN: 1015650 Block: 828 Lot: 35

VIOLATION OPEN

ECB Violation Number: 35355136J

Severity: CLASS - 1

Certification Status: NO COMPLIANCE RECORDED

Penalty Balance Due: \$0.00 Hearing Status: PENDING

Respondent Information

Name: IDDC LLC GIC #617506

420 E 79 ST SUITE 2A , NEW YORK , NY 10075

Violation Details

Mailing Address:

Violation Date:

08/29/2018

Violation Type:

CONSTRUCTION

Served Date:

08/29/2018

Inspection Unit:

EMERGENCY RESPONSE TEAM (ERT)

Infraction Codes Section of Law Standard Description

109 BC 3301.2,27-1009(A) FAIL TO SAFEGUARD PERS/PROPERTY AFFECTED BY CONSTRUCTION OP

Specific Violation Condition(s) and Remedy:

FAILURE TO SAFEGUARD ALL PERSONS AND PROEPRTY AFFECTED BY

CONSTRUCTIONOPERATION.NOTED:PREMISES 20 STORY COMMERCIAL BUILDING A GYM CONSTRUCTION IN PROGRESS UNDER PERMIT #122665188 AT 1ST FLOOR AND BASEMENT LEVEL

Issuing Inspector ID: 2748

DOB Violation Number: 10182018CERMA02

Issued as Aggravated Level: NO

Dept. of Buildings Compliance History and Events

Certification Status:

NO COMPLIANCE RECORDED

Compliance On:

A Certificate of Correction must be submitted to the Administrative Enforcement Unit (AEU) for all violations. A violation that is not dismissed by ECB will continue to remain ACTIVE or "open" on DOB records until acceptable proof is submitted to the AEU, even if you have paid the penalty imposed by ECB.

ECB Hearing Information

Scheduled Hearing Date/Time: 10/18/2018 8:30 He

Hearing Status:

PENDING

ECB Penalty Information

Penalty Imposed:

\$0.00

Adjustments:

\$0.00

Amount Paid:

\$0.00

Penalty Balance Due:

\$0.00

Doc 21-9

Filed 06/24/19 Entered 06/24/19 19:30:03 Notice of Default, vi Pag 27 of 36

Supplemental

10/19/2018





VIOLATION OPEN

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NYC Department of Buildings ECB Violation Details

Premises; 218 5 AVENUE MANHATTAN , NY 10001

BIN: 1015650 Block: 828 Lot: 35 Community Board: 105

ECB Violation Summary

ECB Violation Number: 35355135H

Severity: CLASS - 1 Certification Status: NO COMPLIANCE RECORDED

Penalty Balance Due: \$0.00 Hearing Status: PENDING

Respondent Information

Name: DINO SON REALTY CORP

Mailing Address: 156 WILLIAMS AT 10TH FL, NY, NY 10038

Violation Details

Violation Date: 08/29/2018 Violation Type: CONSTRUCTION

Served Date: 08/29/2018 Inspection Unit: EMERGENCY RESPONSE TEAM (ERT)

Infraction Codes Section of Law Standard Description

127 27-369,BC 1020.2 FAIL TO PROVIDE UNOBSTRUCTED EXIT PASSAGEWAY

Specific Violation Condition(s) and Remedy:

FAILURE TO PROVIDE UNOBSTRUCTED EXIT PASSAGEWAY.NTOED:PREMISES 20 STORY MASONRY COMMERCIAL BUILDING.AT THE TIME OF INSPECTION I OBSERVED EMERGENCY EXIT FROM BELGIAN CAFE KITCHEN TO STREET LEVEL THROUGH UNDER CO

Issuing Inspector ID: 2748 DOB Violation Number: 10182018CCER01

Issued as Aggravated Level: NO

Dept. of Buildings Compliance History and Events

Certification Status: NO COMPLIANCE RECORDED Compliance On:

A Certificate of Correction must be submitted to the Administrative Enforcement Unit (AEU) for all violations. A violation that is not dismissed by ECB will continue to remain ACTIVE or "open" on DOB records until acceptable proof is submitted to the AEU, even if you have paid the penalty imposed by ECB.

ECB Hearing Information

Scheduled Hearing Date/Time: 10/18/2018 8:30 Hearing Status: PENDING

ECB Penalty Information

Penalty Imposed: \$0.00

Adjustments: \$0.00 Amount Paid: \$0.00

Penalty Balance Due: \$0.00

AFFIDAVIT OF SERVICE

STATE OF NEW YORK } s.s. COUNTY OF NEW YORK }

I, Raven Kerr, being duly sworn, deposes and says:

I am not a party to this action, am over 18 years of age and reside in the Brooklyn, New York.

On October 26, 2018, I served the within **SUPPLEMENTAL NOTICE OF DEFAULT** upon:

Scorpion Fitness, Inc.

220 Fifth Avenue,

New York, New York 10001

Scorpion Fitness, Inc.

88 Lexington Ave., Ste. 9D

New York, New York 10016

Scorpion Club Ventures LLC
220 Fifth Avenue,
New York, New York 10001
Scorpion Club Ventures LLC
88 Lexington Ave., Ste. 9D
New York, New York 10016

John Shams
220 Fifth Avenue
New York, New York 10001

John Shams
325 Fifth Avenue, Ste. 41E
New York, New York 10016

Scorpion Fitness, Inc.

325 Fifth Avenue, Ste. 41E

New York, New York 10016

John Shams

88 Lexington Ave., Ste. 41E

New York, New York 10016

Scorpion Club Ventures LLC

325 Fifth Avenue, Ste. 41E

New York, New York 10016

Massimo F. D'Angelo

ADAM LEITMAN BAILEY, P.C.

One Battery Park Plaza, Eighteenth Floor

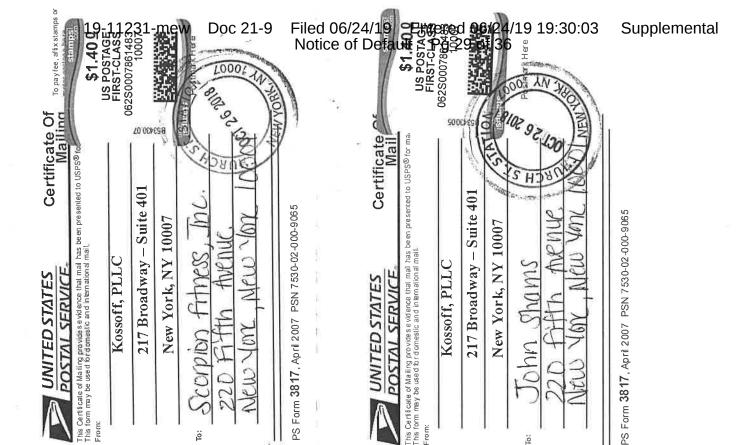
New York, New York 10004

by mailing the same first class with certificates of mailing in sealed envelopes, with postage prepaid thereon, in a post-office or official depository of the U.S. Postal Service within the State of New York, addressed to the addressees as indicated above and by overnight mail service (with Express Mail codes EF139728075US, EF139728089US, EF139728092US, EF139728101US, EF139728035US, EF139728614US, EF139728605US, EF139728628US, EF139728591US, EF139728588US) by placing the same in a postpaid, properly addressed and sealed envelopes and delivering said envelopes to a postal employee at a United States Post Office in the Borough of Manhattan, City and State of New York for processing under the exclusive care and custody of the United States Postal Service, Church Street Station Branch, within the City, County and State of New York.

Sworn to before me this day of October, 2018

Notary Public

ANDRENEE BOOTHE
Notary Public, State of New York
No. 01BOS112402
Qualified in Kings County
Commission Expires 07/05/20



From:

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From:

US POSTAGE FIRST-CLASS 062S0007861483 10007

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217 Broadway – Suite 401

Kossoff, PLLC

New York, NY 10007

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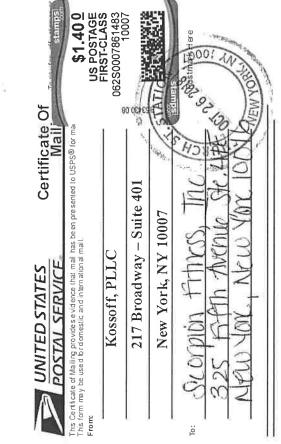
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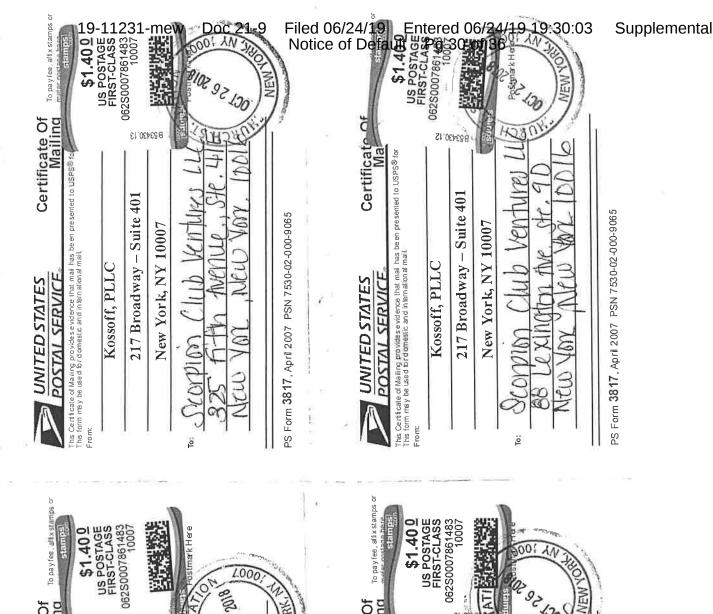
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Certificate Of Mailing

PS Form 3817, April 2007 PSN 7530-02-000-9065

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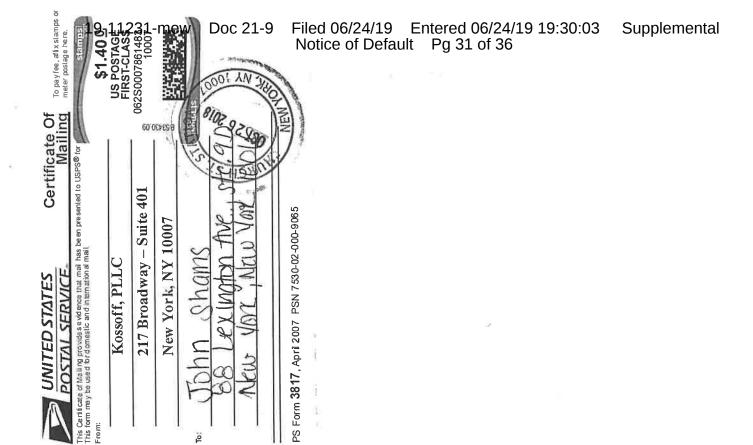
New York, NY 10007

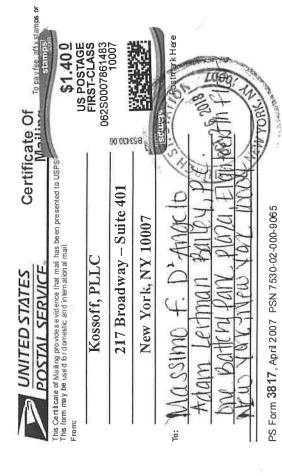
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PS Form 3817, April 2007 PSN 7530-02-000-9065





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220 fi fin ((0/210)) PAYMENT BY ACCOUNT (If applicable)	(Asm)	SHOW STATE	ACT 26 2018 V	UNITED ST POSTAL SEI	TΔTES RVICE Θ	PRIC * M)R A I
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